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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
MOTORS LIQUIDATION COMPANY, et al.,	:
f/k/a General Motors Corp., et al.	:
Debtors.	:
	:
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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER GRANTING APPLICATIONS
FOR ALLOWANCE OF INTERIM COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED FROM JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Upon consideration of (i) the applications¹ seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (collectively, the “**First Interim Applications**”) for the period commencing June 1, 2009 through September 30, 2009 (the “**Compensation Period**”), pursuant to sections 330 and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by the professionals

¹ Docket Nos. 4446, 4448, 4450, 4451, 4453, 4455, 4456, 4459, 4506, 4715, and 4803. The first and final application of Evercore Group, L.L.C. has been adjourned until a date to be determined. The applications of Baker & McKenzie [Docket No. 4454], Brownfield Partners, LLC [Docket No. 4457], and LFR Inc. [Docket No. 4436] have also been adjourned by stipulation and Court order.

listed on **Schedule “A”** annexed hereto (collectively, the “**Retained Professionals**”), (ii) the individual reports and objections² of the appointed fee examiner in these chapter 11 cases (the “**Fee Examiner**”) to the First Interim Applications (collectively, the “**Fee Examiner Objections**”), (iii) the summary report and recommendation of the Fee Examiner, dated April 26, 2010 [Docket No. 5601] (the “**Fee Examiner Report**”), and (iv) the response of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), dated April 22, 2010 [Docket No. 5568] (“the “**U.S. Trustee Response**”) with respect thereto; and upon the replies of the Retained Professionals and other parties in interest;³ and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2) and the Second Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures [Docket No. 5308], and it appearing that no other or further notice need be provided; and a hearing having been held on April 29, 2010 to consider the First Interim Applications (the “**Hearing**”); and the Court having overruled in part and sustained in part certain objections of the Fee Examiner and the U.S. Trustee as set forth on the record of the Hearing; and upon the Court’s decision with respect to the First Interim Applications as set forth on the record of the Hearing; and it appearing that the amounts set forth on Schedule A properly incorporate the Court’s rulings made on the record at the Hearing; and after due deliberation and sufficient cause appearing therefor, it is

² Docket Nos. 4990, 5544, 5545, 5546, 5548, 5549, 5555, 5557, 5558, 5563, and 5564. The Fee Examiner also filed a Statement Concerning Fee Application of AP Services, LLC [Docket No. 5567], to which AP Services, LLP filed a response [Docket No. 5627]. The issues raised concerning AP Services, LLP, however, are not yet ripe for a decision.

³ Docket Nos. 5600, 5616, 5628, 5629, 5630, 5634, 5635, and 5636.

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the First Interim Applications of the Retained Professionals are granted as provided in Schedule A; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule A shall continue to be held back until further order of the Court (the “**Holdback**”); and it is further

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay each Retained Professional promptly by wire transfer or check all the fees and expenses allowed herein less (a) the Holdback and (b) the amounts previously paid by the Debtors; *provided, however,* that any prepetition retainers held by the Retained Professionals (the “**Prepetition Retainers**”) shall first be applied to satisfy such payments; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
May 21, 2010

s/ Robert E. Gerber
United States Bankruptcy Judge

SCHEDULE A

Current Fee Period: June 1, 2009 to September 30, 2009

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.*, f/k/a General Motors Corp. *et al.*

Applicant	Date/Document No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
Weil, Gotshal & Manges LLP	1/13/10 4803	\$17,910,963.25	\$17,686,445.97	\$1,768,644.60	\$15,917,801.37	\$595,206.67	\$550,260.95
Kramer Levin Naftalis & Frankel LLP	11/16/09 4459 and 4715	\$4,593,910.50	\$4,479,062.50	\$447,906.25	\$4,031,156.25	\$85,047.77	\$84,569.10
Butzel Long, a professional corporation	11/16/09 4450	\$237,775.50	\$236,158.74	\$23,615.87	\$212,542.87	\$21,265.87	\$20,996.55
FTI Consulting, Inc.	11/16/09 4455	\$4,435,036.25	\$4,435,036.25	\$443,503.63	\$3,991,532.63	\$74,500.84	\$73,248.33
Honigman Miller Schwartz and Cohn LLP	11/16/09 4446	\$2,297,160.00	\$2,280,456.92	\$228,045.69	\$2,052,411.23	\$16,799.46	\$16,230.45
Jenner & Block LLP	11/16/09 4451	\$4,950,322.95	\$4,899,768.05	\$489,976.81	\$4,409,791.25	\$270,439.26	\$262,381.06
The Claro Group, LLC	11/20/09 4506	\$189,563.00	\$172,013.59	\$17,201.36	\$154,812.23	\$888.05	\$437.46
Jones Day	11/16/09 4448	\$455,396.65	\$455,396.65	\$45,539.67	\$409,856.99	\$4,359.53	\$4,359.53

Schedule A

Date: May 21, 2010

Initials: REG, USBJ